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SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
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February 1, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of February 1, 2006. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

MHCB (USA) Leasing & Finance Corporation  
1251 Avenue of the Americas  
New York, NY 10020

Lessee:

Oklahoma Gas and Electric Company  
321 North Harvey Street  
Oklahoma City, OK 73102

A description of the equipment covered by the Memorandum of Lease Agreement consists of 1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475).

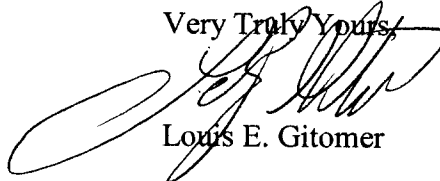
Honorable Vernon A. Williams  
February 1, 2006  
Page 2

A fee of \$ 33.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between MHCBS (USA) Leasing & Finance Corporation, 1251 Avenue of the Americas, New York, NY 10020, and Oklahoma Gas and Electric Company, 321 North Harvey Street, Oklahoma City, OK 73102, covering 1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475).

Very Truly Yours,



Louis E. Gitomer

Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**MHCB (USA) LEASING & FINANCE CORPORATION (LESSOR)**

**AND**

**OKLAHOMA GAS AND ELECTRIC COMPANY (LESSEE)**

**Dated as of February 1, 2006**

FEB 01 '06 10:27 AM

## MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Agreement, made and entered into as of February 1, 2006, is by and between MHCB (USA) Leasing & Finance Corporation ("**Lessor**"), 1251 Avenue of the Americas, New York, New York 10020, and Oklahoma Gas and Electric Company ("**Lessee**"), 101 North Robinson Street, Oklahoma City, Oklahoma 73102.

321

Harvey

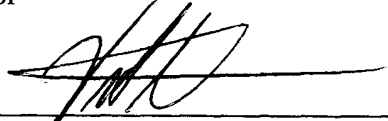
## WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railroad Equipment described on **Exhibit A** attached hereto, bearing marks and numbers as described on **Exhibit A**.

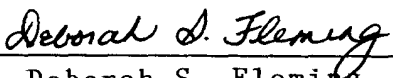
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

MHCB (USA) LEASING & FINANCE  
CORPORATION,  
as Lessor

By:   
Name: VICTOR MORA  
Title: VICE PRESIDENT

OKLAHOMA GAS AND ELECTRIC COMPANY,  
as Lessee

By:   
Name: Deborah S. Fleming  
Title: Treasurer

STATE OF NEW YORK )

COUNTY OF New York )

SS.

On this 27<sup>th</sup> day of ~~February~~ January, 2006, before me, Martin Fineberg, the undersigned Notary Public, personally appeared VICTOR MORA personally known to me to be the person who executed the within instrument as VICE PRESIDENT of MHCBS (USA) Leasing & Finance Corporation, on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

MARTIN I. FINEBERG  
Notary Public, State of New York  
No. 02F16111217  
Qualified in New York County  
Commission Expires June 7, 2008

[Signature]  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

STATE OF OKLAHOMA )

COUNTY OF Oklahoma )

SS.

On this 24<sup>th</sup> day of ~~February~~ January, 2006, before me, Kelly Hamilton-Coyer, the undersigned Notary Public, personally appeared Deborah S. Fleming personally known to me to be the person who executed the within instrument as Treasurer of Oklahoma Gas and Electric Company, on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Kelly Hamilton-Coyer  
Notary Public for Oklahoma  
My Commission expires July 6, 2009

EXHIBIT A

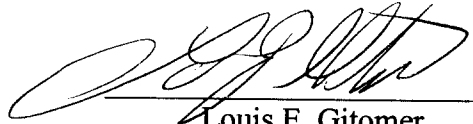
To

Memorandum of Lease Agreement between MHCB (USA) Leasing & Finance Corporation and  
Oklahoma Gas and Electric Company

1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475).

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement, dated as of February 1, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over a horizontal line.

Louis E. Gitomer

February 1, 2006